

# **California Code of Regulations**

## **Title 2, Division 7, Chapter 8.5**

### **Section 21000. Rules of General Application**

- (a) Business entity names must use the English alphabet or Arabic numerals (0, 1, 2, 3, 4, 5, 6, 7, 8, 9) or symbols as listed in Section 21002(b)(6)(B) or a combination thereof. Except as provided in Section 21003(c), Roman numerals are treated as letters and not translated into their numeric equivalent.
- (b) No distinction between upper and lower case letters, typeface or font will be recognized. Accent marks above letters will not be recognized. Subscript or superscript characters will be treated as standard characters and will not appear above or below other characters in a business entity name.
- (c) The Secretary of State may only compare like entities when considering a business entity name conflict.
- (d) The conditions and examples used in these regulations are not exclusive, nor will these regulations be used to limit the Secretary of State's discretion in determining whether a proposed name is likely to mislead the public, is the same as, deceptively similar to, or distinguishable on the record from the name of an existing business entity, or whether a proposed name will require consent from an existing business entity of record for use of a proposed name.

Note: Authority cited: Corporations Code sections 110, 201, 2106, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15612, 15693, 15901.08, 15909.05, 17052 and 17452.  
Reference: Corporations Code sections 201, 2101, 2106, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15612, 15613, 15693, 15901.08, 15901.09, 15909.05, 17052, 17053 and 17452.

## **Section 21001. Definitions**

(a) “Active” means not revoked, cancelled, merged out, converted, dissolved, surrendered, term expired, inactive, suspended or forfeited.

(b) “Deceptively similar” means (1) resembles so closely as to tend to deceive, (2) likely to mislead the public or (3) where a person using that care, caution and observation which the public uses and may be expected to use, would mistake a proposed name with an existing name.

(c) “Business entity” means a corporation, foreign corporation, limited liability company, foreign limited liability company, limited partnership or foreign limited partnership.

(d) “Business entity ending” means one or more letters or words at the end of a business entity name denoting existence as a business entity. The following are examples of words or letters presumed to be business entity endings:

(1) Corporations:

- (A) Corporation
- (B) Company
- (C) Incorporated
- (D) Incorporation
- (E) Limited
- (F) Corp
- (G) Co
- (H) Inc
- (I) Ltd
- (J) PC
- (K) Professional Corporation

(2) Limited Liability Companies:

- (A) Limited Liability Company
- (B) LLC
- (C) L.L.C.

(D) The words “Limited” and “Company” in a limited liability company name may also be abbreviated to “Ltd.” and “Co.”, respectively.

(3) Limited Partnerships:

- (A) Limited Partnership
- (B) LP
- (C) L.P.

(e) “**Existing name**” means:

(1) With respect to a corporation:

- (A) The current name of an active domestic corporation;
- (B) The name under which a qualified foreign corporation currently is authorized to transact intrastate business in California or the registered name pursuant to Corporations Code section 2101;
- (C) The current name which an active foreign corporation has assumed pursuant to Corporations Code section 2106;
- (D) A name which will become the name of record of a domestic or foreign corporation upon the effective date of a filed corporate instrument when there is a delayed effective date pursuant to Corporations Code section 110(c), 5008(c) or 12214(c); or
- (E) A corporate name, which is under reservation with the Secretary of State.

(2) With respect to a limited liability company:

- (A) The current name of an active domestic limited liability company;
- (B) The name under which a qualified foreign limited liability company currently is authorized to transact intrastate business in California;
- (C) A name which will become the name of record of a domestic or foreign limited liability company upon the effective date of a filed limited liability company instrument when there is a delayed effective date pursuant to Corporations Code section 17056(c); or
- (D) A limited liability company name that is under reservation with the Secretary of State.

(3) With respect to a limited partnership:

- (A) The current name of an active domestic limited partnership;
- (B) The name under which a qualified foreign limited partnership currently is authorized to transact intrastate business in California;
- (C) A name which will become the name of record of a domestic or foreign limited partnership upon the effective date of a filed limited partnership instrument when there is a delayed effective date pursuant to Corporations Code section 15620(a) or 15902.06(b); or
- (D) A limited partnership name, which is under reservation with the Secretary of State.

f) “Proposed Name” means:

(1) With respect to a corporation name:

- (A) The name of a corporation contained in articles of incorporation, in a statement and designation by foreign corporation or association, or in an application to register a name pursuant to Corporations Code section 2101 submitted to the Secretary of State for filing;
- (B) The name of a corporation contained in a certificate of amendment to the articles of incorporation, restated articles of incorporation, agreement of merger or amended statement and designation by foreign corporation submitted to the Secretary of State for filing, if that name is different than the existing name of the corporation or foreign corporation; or
- (C) The name of a corporation contained in an application for name reservation with the Secretary of State.

(2) With respect to a limited liability company name:

- (A) The name of a limited liability company contained in articles of organization or in an application for registering a foreign limited liability company submitted to the Secretary of State for filing;
- (B) The name of a limited liability company contained in a certificate of amendment to the articles of organization, certificate of merger or an amendment to an application for registering a foreign limited liability company submitted to the Secretary of State for filing, if that name is different than the existing name of the limited liability company or foreign limited liability company; or
- (C) The name of a limited liability company contained in an application for name reservation with the Secretary of State.

(3) With respect to a limited partnership name not subject to the Uniform Limited Partnership Act of 2008:

- (A) The name of a limited partnership contained in a certificate of limited partnership or in an application for registering a foreign limited partnership submitted to the Secretary of State for filing;
- (B) The name of a limited partnership contained in a certificate of amendment to the certificate of limited partnership, certificate of merger or an amendment to an application for registering a foreign limited partnership submitted to the Secretary of State for filing, if that name is different than the existing name of the limited partnership or foreign limited partnership; or
- (C) The name of a limited partnership contained in an application for name reservation with the Secretary of State.

(4) With respect to a limited partnership name subject to the Uniform Limited Partnership Act of 2008 see Section 21009.

Note: Authority cited: Corporations Code sections 110, 201, 2101, 2106, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15612, 15693, 17052 and 17452.

Reference: Corporations Code sections 110, 201, 2101, 2106, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302, 13409, 15612, 15613, 15693, 17052, 17053 and 17452.

## Section 21002. Same or Deceptively Similar Names

(a) Except as provided in Section 21009, the Secretary of State shall not file a document or grant a name reservation that includes a proposed name that is the same as or deceptively similar to an existing name.

(b) Without limiting the discretion of the Secretary of State to determine that a proposed name is the same as or deceptively similar to an existing name, a proposed name is the same as or deceptively similar to an existing name in the following circumstances:

(1) If a proposed name and the existing name are identical in all respects.

(2) If the difference between the proposed name and existing name is the use of upper case letters, lower case letters, the use of superscript or subscript letters or numerals or the use of an ampersand in place of “and” or vice versa.

(3) If the difference between the proposed name and existing name is the existence or absence of one or more business entity endings. However, the use of the words “and company” at the end of a proposed name is not considered a business entity ending because the word “Company” is used to indicate an association or fellowship with another person.

Examples:

**Sampson, Incorporated, Sampson Corporation and Sampson Ltd.** are deceptively similar to each other.

**Northwest Services Limited, Northwest Services Company and Northwest Services** are deceptively similar to each other.

**Grandma’s Cookies, Limited Liability Company and Grandma’s Cookies, LLC and Grandma’s Cookies, Ltd. Liability Co.** are deceptively similar to each other.

(4) If the difference between the proposed name and existing name is the use of a possessive “s”, or a plural, such as “s”, “es”, “ies”, of one or more words.

Examples:

**Southern State Contractors, Inc., Southern States Contractor, Corp. and Southern State’s Contractor, Co.** are deceptively similar to each other.

**Manufacturing Category, Corporation and Manufacturing Categories, Corporation** are deceptively similar to each other.

**Goose On Parade, LLC and Geese On Parade, LLC** are deceptively similar to each other.

(5) If the difference between the proposed name and existing name is the use of different or added articles of speech (such as: a, an, the) or a conjunction or disjunction (such as: and, &, or).

Examples:

**The Long Co. and Long Co.** are deceptively similar to each other.

**The Finish Line Company and A Finish Line Company** are deceptively similar to each other.

**Westside Kitchen or Bath, Westside Kitchen and Bath and Westside Kitchen & Bath** are deceptively similar to each other.

(6) If the difference between the proposed name and existing name is the addition or omission of distinctive lettering or typeface, punctuation, symbols or spaces.

(A) The following items are considered punctuation:

Period	.
Slash	/
Comma	,
Back Slash	\
Semicolon	;
Hyphen or Dash	—
Colon	:
Underline	—
Apostrophe	‘
Swung Dash	~
Single Quotation Mark	‘
Parentheses	( )
Double Quotation Mark	“ ”
Brackets	[ ]
Question Mark	?
Angle Brackets	< >
Exclamation Mark	!
Braces	{ }

(B) The following items are symbols (although this is not intended as an exhaustive list):

At / each	@
Number / pounds	#
Dollars	\$
Percent	%
Caret	^
Ampersand	&
Asterisk	*
Plus / positive	+
Equal	=

Examples:

**A B C Corp, AB C Corp. , A.B.C. Corp. and A-B-C Inc.** are deceptively similar to each other.

**Good Time Rest Home, Inc. and Goodtime Rest Home Inc.** are deceptively similar to each other.

**D.R.E.A.M. Incorporated and Dream Corporation** are deceptively similar to each other.

(B) Notwithstanding this Section, a proposed name might not be deceptively similar to an existing name when the difference between the proposed name and existing name is the

addition or omission of a space or spaces so that the proposed name is pronounced differently and creates a new word or words that have different meanings.

Example: **Got Ham Company** and **Gotham Company** are not deceptively similar to each other.

(7) If the difference between the proposed name and existing name is a numerical number and the same number spelled with letters of the alphabet.

Example: **United 7 Company** and **United Seven, Inc.** are deceptively similar to each other.

(8) If the difference between the proposed name and existing name is any combination of subsections (1) through (7) of this subsection (b).

Note: Authority cited: Corporations Code sections 110, 201, 2106, 5008, 5122, 7122, 9122, 12302, 13409, 15612, 15693, 17052 and 17452.

Reference: Corporations Code sections 110, 201, 2101, 2106, 5008, 5122, 6910, 7122, 8910, 9122, 11214, 12302, 13409, 15612, 15613, 15693, 17052, 17053 and 17452.

## **Section 21003. Substantially Similar Names Available with Consent**

(a) Notwithstanding Section 21002, and without limiting the discretion of the Secretary of State to determine that a proposed name is the same as or deceptively similar to an existing name and except as provided in Section 21009, the Secretary of State may file a document containing a proposed name that is substantially similar to an existing name only upon:

(1) Proof of consent to the proposed name by the business entity possessing the substantially similar existing name; and

(2) A finding by the Secretary of State that the public is not likely to be misled.

(b) A proposed name is substantially similar to an existing name if it implies an affiliation with, or a subsidiary relationship to, a business entity possessing an existing name.

(1) A proposed name is rebuttably presumed to imply an affiliation with, or a subsidiary relationship to, a business entity possessing an existing name if the proposed name is the same or deceptively similar to the existing name except for the addition or absence of the word “of” followed by a geographic designation at the end of the name or immediately preceding a business entity ending.

(2) A proposed name may imply an affiliation with, or a subsidiary relationship to, a business entity possessing an existing name if the proposed name is the same or deceptively similar to the existing name except for:

(A) The addition or absence of a numerical expression or a compass direction;

(B) The addition or absence of a geographic designation at the beginning or at the end of the name or immediately preceding a business entity ending; or

(C) The addition or absence of the word “holding” or “holdings”.

(3) For purposes of this Section, geographic designation includes the recognized name or abbreviation of a city, county, state, a recognized subdivision within a state or country, a lake or ocean, a region (such as: Central California, Bay Area, etc.), a country, or a continent. For purposes of this Section, the term geographic designation does not include street names.

Examples:

**Burger King, Burger King No. 5 and Burger King No. 57** are substantially similar to each other requiring consent from the oldest existing entity of record.

**Johnson Products, Inc.** is substantially similar to **Johnson Products of California, Inc.** requiring consent.

(c) Notwithstanding Section 21000(a), Roman numerals at the end of the name or immediately preceding a business entity ending of the proposed name may imply an affiliation with or subsidiary relationship to a business entity with an existing name that is otherwise the same or deceptively similar.

(d) When the only difference between a proposed name and an existing name is the addition of an Internet suffix including, but not limited to “.com”, “.net” or “.org,” the proposed name may be considered substantially similar to the existing name and require consent. For purposes of comparison, punctuation is dropped and, therefore, is deemed simply “com”, rather than “dot com”.

Examples:

**Grandma’s Cookies.Com** is substantially similar to **Grandma’s Cookies, Inc.** requiring consent.

**Grandma’s Cookies.Com** and **Grandma’s Cookies Dot Com** are not deceptively similar to each other and do not require consent.

(e) A proposed name that would otherwise imply an affiliation with or subsidiary relationship to an existing business entity under subsection (b) of this Section, shall not require consent if:

(1) The proposed name belongs to a church formed or forming as a nonprofit religious corporation and it contains the word “church” or another word indicating that it is a church or religious denomination or religious order.

Example: **First Baptist Church of Sacramento** and **First Baptist Church of San Francisco** do not require consent.

(2) The proposed name belongs to a corporation formed or forming a nonprofit public benefit corporation or a nonprofit mutual benefit corporation and the proposed name contains language indicating that it is a homeowners association.

Example: **Sacramento Homeowners Association, Sacramento Owners Association, Sacramento Condominium Association** and **Sacramento Town Homes Associations** do not require consent.

(3) The proposed name belongs to a business entity formed or forming as a nonprofit corporation and the Secretary of State determines that it is a subordinate chapter under the authority of a head organization.

Example: **Veterans Of Foreign Wars Montebello Post 2317** and **Veterans Of Foreign Wars Inc. Post No. 2627** do not require consent.

Note: Authority cited: Corporations Code sections 110, 201, 2106, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15612, 15693, 17052 and 17452.

Reference: Corporations Code sections 110, 201, 2101, 2106, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302, 13409, 15612, 15613, 15693, 17052, 17053 and 17452.

## Section 21004. Consent Requirements

(a) When consent is required pursuant to Section 21003, it must be submitted to the Secretary of State in writing on business letterhead showing the name of the business entity with the existing name. While no particular form of consent is required, the letter of consent to the use of the proposed name must:

- (1) Be unequivocal,
- (2) Be without conditions,
- (3) Include express consent to the use of the proposed name,
- (4) Include the name of the person or business entity to whom consent is given, and
- (5) Be signed by an authorized officer, partner or manager of the consenting business entity.

(b) Without limiting the discretion of the Secretary of State to determine the sufficiency of the consent letter, the following language meets the requirements of Subsections (a)(1), (2), (3) and (4) of this Section 21004: "[*Insert name of existing business entity giving consent*] hereby consents to the use of the name [*insert proposed name*] by [*insert name of person or business entity to whom consent is given*] in forming a [*insert type of business entity*].

(c) In the event there is more than one existing name that is substantially similar to a proposed name, consent must be obtained from the business entity that acquired the substantially similar name of record on the earliest date.

(d) Consent must be obtained prior to filing a document containing a proposed name or reserving a proposed name that is substantially similar to an existing name regardless of how many times a business entity previously may have consented to other substantially similar names or how many other existing names also are substantially similar. Consent by a business entity to a particular proposed name shall not be construed as consent to the use of any future substantially similar proposed name.

Note: Authority cited: Corporations Code sections 110, 201, 2106, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15612, 15693, 17052 and 17452.

Reference: Corporations Code sections 110, 201, 2101, 2106, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302, 13409, 15612, 15613, 15693, 17052, 17053 and 17452.

## **Section 21005. Names that are Likely to Mislead the Public**

(a) Except as provided in Section 21009, the Secretary of State shall not file a document or grant a name reservation that sets forth a proposed name that is likely to mislead the public.

(b) Without limiting the discretion of the Secretary of State to determine that a name is likely to mislead the public, a proposed name is likely to mislead the public in the following circumstances:

(1) If it creates a false implication of government affiliation.

(A) A proposed name may imply a government affiliation if the proposed name contains the recognized name or abbreviation of a city, county, state, country, region or recognized subdivision within a state or country and/or includes a word or words that commonly denote governmental organization or authority.

(B) Words that commonly denote governmental organization include, but are not limited to, “Agency,” “Commission,” “Department,” “Bureau,” “Division,” “Municipal” or “Board.”

Examples:

**San Mateo County Sewer Commission** implies a government affiliation.

**United States Export Development Agency** implies a government affiliation.

(2) If the proposed name creates a false implication that it is a professional corporation within the meaning of the Moscone-Knox Professional Corporation Act. The use of the words “Professional Corporation,” “Prof Corp” or the letters “P.C.” or “PC” at the end of a proposed name by a corporation that is not a professional corporation or foreign professional corporation within the meaning of the Moscone-Knox Professional Corporation Act is likely to mislead the public.

(3) If the proposed name creates a false implication that it is a business entity formed pursuant to a different law other than that under which it is actually formed. The use of a business entity ending identified under Section 21001(d) for a business entity type other than specified in that section is misleading.

(4) If the proposed name creates the false implication that the business entity’s purpose is to be an insurer. The words “insurance,” “reinsurance,” “assurance” and “surety” in a proposed name for a business entity that is not subject to the Insurance Code as an insurer may mislead the public unless the words are accompanied by other words that remove the implication that the business entity’s purpose is to be an insurer. The addition of the words “agency,” “agent,” “services” or “broker” (such as “insurance agency,” “insurance agent” or “insurance broker”) may remove the implication that the business entity’s purpose is that of an insurer.

(5) If the proposed name of a nonprofit mutual benefit corporation includes the words “Charitable Foundation” or “Foundation” at the end of the name or immediately preceding a business entity ending.

Note: Authority cited: Corporations Code sections 110, 201, 2106, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15612, 15693, 17052 and 17452.

Reference: Corporations Code sections 110, 201, 2101, 2106, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302, 13409, 15612, 15613, 15693, 17052, 17053 and 17452.

## **Section 21006. Name Reservations & Verbal Opinions**

(a) A business entity name that (1) is substantially similar to an existing name under Section 21003, (2) is prohibited by federal or state law except with consent, approval or endorsement or (3) is subject to other state or federal laws may be reserved in writing with the Secretary of State; provided, however, that the Secretary of State will require appropriate evidence of the required consent, approval, endorsement or compliance prior to filing the document containing the reserved name.

(b) A verbal opinion by an employee of the Secretary of State on the similarity of a name to an existing name or a name reservation issued by the Secretary of State is advisory only and is not a final determination that the name reservation is acceptable. A final determination on the availability of a business entity name is made only when the document is submitted to the Secretary of State for filing.

Note: Authority cited: Corporations Code sections 110, 201, 2106, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15612, 15693, 17052 and 17452.

Reference: Corporations Code sections 110, 201, 2101, 2106, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302, 13409, 15612, 15613, 15693, 17052, 17053 and 17452.

## Section 21007. Additional Guidelines

(a) Without limiting the discretion of the Secretary of State to determine that a proposed name is the same as, deceptively similar or substantially similar to an existing name, the following may be used for evaluating the similarity of proposed names and existing names:

(1) **Arrangement of words.** A proposed name may be acceptable if the proposed name contains a variation in the sequencing or arrangement of the same words as the existing name.

Example: **Systems Analysis And Research Consultants** and **Systems Research And Analysis Consultants Inc.** are not deceptively similar to each other and do not require consent.

(2) **Initials and letters of the alphabet.** When a proposed name and an existing name both consist only of initials or letters of the alphabet, the proposed name may be acceptable if the proposed name has removed or added an initial or letter of the alphabet or has added or deleted an “and” or ampersand (“&”).

Examples:

**ABC, Inc., ABCD, Inc., BCD, Inc.** and **ABC Supply Corp.** are not deceptively similar to each other and do not require consent.

**AAA, Inc.** and **AAB, Inc.** are not deceptively similar to each other and do not require consent.

**A, Inc.** and **AB, Inc.** are not deceptively similar to each other and do not require consent.

**A&B, Inc.** and **AB, Inc.** are not deceptively similar to each other and do not require consent.

(3) **Surname.** The use of a surname, or surnames, as part of a proposed name may be acceptable if there is some other sufficient basis for differentiating the existing name and the proposed name.

Examples:

**E.G. Williams Electric** and **Williams Electric Company** are not deceptively similar to each other and do not require consent.

**Jim Smith, Inc.** and **Smith Inc.** are not deceptively similar to each other and do not require consent.

**Ralph A. Johnson, Inc.** and **Ralph Johnson, Inc.** are not deceptively similar to each other and do not require consent.

**Davis and Davis** and **Davis and Davis Publication, Inc.** are not deceptively similar to each other and do not require consent.

(4) **Phonetic spelling.** When a proposed name and an existing name sound the same but are spelled differently, the proposed name may be acceptable.

Examples:

**The Flour Shop, Inc.** and **The Flower Shop, Inc.** are not deceptively similar to each other and do not require consent.

**Double A Trucking** and **AA Trucking** are not deceptively similar to each other and do not require consent.

**Cool Cuts** and **Kool Kuts** are not deceptively similar to each other and do not require consent.

**Great Picks** and **Great Pix** are not deceptively similar to each other and do not require consent.

**Capitol Corp.** and **Capital Inc.** are not deceptively similar to each other and do not require consent.

**Jones Tires** and **Joans Tires** are not deceptively similar to each other and do not require consent.

**Grandma's Cookies.Com** and **Grandma's Cookies Dot Com** are not deceptively similar to each other and do not require consent.

(5) **Prepositions.** Prepositions (in, on, of, by, about, etc.) are considered in comparing names. When the only difference between a proposed name and an existing name is the addition or omission of a preposition the proposed name may be acceptable.

Examples:

**Kids of Tomorrow, Inc.** and **Kids For Tomorrow, Inc.** are not deceptively similar to each other and do not require consent.

**Something About Mary, Inc.** and **Something by Mary Company** are not deceptively similar to each other and do not require consent.

(6) **Words not translated.** Although business entity names may consist, in whole or in part, of words that have meaning in a foreign language, the foreign meaning will not be considered for purposes of determining if a proposed name is deceptively similar or substantially similar.

Examples:

**Casa Blanca Enterprises, Inc.** and **White House Enterprises, Inc.** are not deceptively similar to each other and do not require consent.

**Las Brisas Corp.** and **Brisas, Inc.** are not deceptively similar to each other and do not require consent.

**La Boutique, Inc.** and **Le Boutique, Co.** are not deceptively similar to each other and do not require consent.

(7) **Acronyms.** Acronyms are part of a business entity name. When an existing name or proposed name or portion of an existing name or proposed name consists of an acronym, the acronym may be treated as a word in the same manner as other words for application of this Section. It is acceptable to use an acronym and full name together.

Examples:

**R.I.S.E. (Riding Instruction For Special Equestrians)** and **Rise, Inc.** are not deceptively similar to each other and do not require consent.

**WEAVE** and **Women Escaping A Violent Environment - WEAVE** are not deceptively similar to each other and do not require consent.

(8) **Abbreviations and words with similar meanings.** Abbreviated words are not translated when comparing names. Words with similar meanings may be acceptable.

Examples:

**St Management Corporation** and **Street Mgmt Corporation** are not deceptively similar to each other and do not require consent.

**Universal Movies Corp, Universal Productions, Inc.** and **Universal Films** are not deceptively similar to each other and do not require consent.

(b) **Court judgments.** Without limiting the discretion of the Secretary of State to determine that a proposed name is the same as, deceptively similar or substantially similar to an existing name, or is not distinguishable on the record, court judgments may be used for evaluating the similarity of proposed names and existing names. A proposed name is acceptable if the customer submits a certified copy of the final judgment of a court of competent jurisdiction establishing the customer's right to use the proposed name in California. All court judgments are subject to legal review and approval prior to filing by the Secretary of State.

(c) **Offensive names.** The business entity name or assumed name shall not contain any word, or combination of words, letters or numbers that create a connotation that would be considered offensive by broad community standards. "Offensive" shall include swear words or terms considered obscene or repulsive.

Note: Authority cited: Corporations Code sections 110, 201, 2106, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15612, 15693, 15901.08, 15909.05, 17052 and 17452.

Reference: Corporations Code sections 110, 201, 2101, 2106, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302, 13409, 15612, 15613, 15693, 15901.08, 15901.09, 15909.05, 17052 and 17452.

## **Section 21008. Matters Not Considered When Comparing Business Entity Names**

Without limiting the discretion of the Secretary of State to determine that a proposed name is the same as, deceptively similar or substantially similar to an existing name, or is not distinguishable on the record, the following matters shall not be considered when comparing proposed names and existing names:

- (a) Subject to the requirements found in California Corporations Code section 2106, the purpose of a business entity.
- (b) Whether or not an existing business entity is actively engaged in business, or has a telephone listing, or a location or place of business.
- (c) Where the proposed entity intends to do business in relation to an existing business entity.
- (d) Whether or not an existing business entity is about to change its name, dissolve, surrender, convert or merge out of existence.
- (e) Whether or not a letter of consent can be obtained from an existing business entity.
- (f) Whether or not the applicant is more or less important, extensive, widely known, or influential than an existing business entity.
- (g) Whether or not the applicant has ordered stationery, opened a bank account, signed a contract, or otherwise altered the position of the applicant in the expectation, hope or belief that the proposed name is available.
- (h) Whether or not any person or business entity possess any rights, under the common law or statutory law of unfair competition, unfair trade practices, trademarks, trade names, service marks, service names, copyrights or any other similar laws.
- (i) Whether or not the name has been approved for use by another agency.

Note: Authority cited: Corporations Code sections 110, 201, 2106, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15612, 15693, 15901.08, 15909.05, 17052 and 17452(b).

Reference: Corporations Code sections 110, 201, 2101, 2106, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302, 13409, 15612, 15613, 15693, 15901.08, 15901.09, 15909.05, 17052, 17053 and 17452.

## **Section 21009. Limited Partnerships Governed by the Uniform Limited Partnership Act of 2008**

For limited partnerships and foreign limited partnerships formed or registered on or after January 1, 2008 and limited partnerships or foreign limited partnerships formed or registered before January 1, 2008 that are governed by the Uniform Limited Partnership Act of 2008, whether by election or operation of law, the following shall apply:

(a) For the purposes of this Section 21009 only, “**Proposed name**” means:

(1) The name of a limited partnership contained in a certificate of limited partnership or in an application for registering a foreign limited partnership submitted to the Secretary of State for filing;

(2) The name of a limited partnership contained in a certificate of amendment to the certificate of limited partnership, certificate of merger or an amendment to an application for registering a foreign limited partnership submitted to the Secretary of State for filing, if that name is different than the existing name of the limited partnership or foreign limited partnership; or

(3) The name of a limited partnership contained in an application for name reservation with the Secretary of State.

(b) Except as authorized by California Corporations Code sections 15901.08(e) and 15901.09, a proposed name must be distinguishable in the records of the Secretary of State from that of an existing name.

(c) A proposed name is distinguishable on the record from an existing name when it is not the same as an existing name and, except as provided in subsection (d), contains one or more different letters or numerals or has a different sequence of the same letters or numerals that is plainly recognizable by means of sight by the Secretary of State or a designee of the Secretary of State.

(d) A proposed name is not distinguishable on the records of the Secretary of State from an existing name if the names are the same or differ only in one or more of the following ways:

(1) If the difference between the proposed name and existing name is the existence or absence of any of the following entity endings:

- (A) Limited Partnership
- (B) LP
- (C) L.P.
- (D) Limited Liability Partnership
- (E) LLP
- (F) L.L.P.
- (G) Limited Liability Limited Partnership
- (H) LLLP

(I) L.L.L.P.

(2) If the difference between the proposed name and existing name is the use of upper case letters or lower case letters or the use of superscript or subscript letters or numerals.

(3) If the difference between the proposed name and existing name is the addition or omission of distinctive lettering or typeface, punctuation as defined in Section 21002(b)(6)(A) or spaces.

Examples:

**A B C LP**, **AB C LP**, **A.B.C. LLP** and **A-B-C LLLP** would not be distinguishable.

**Good Time Rest Home, LP** and **Goodtime Rest Home LP** would not be distinguishable.

**D.R.E.A.M. Limited Partnership** and **Dream LP** would not be distinguishable.

(4) Notwithstanding Subsection(d)(3), a proposed name might be distinguishable from an existing name when the difference between the proposed name and existing name is the addition or omission of a space or spaces so that the proposed name creates a new word or words that have different meanings.

Example: **Got Ham LP** is acceptable against **Gotham, LP**.

Note: Authority cited: Corporations Code sections 15901.08 and 15909.05.

Reference: Corporations Code sections 15901.08, 15901.09 and 15909.05.